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	PREPARED BY: Avery Wright	APPROVED BY:
DOCUMENT TITLE: Teaming Agreement Job Aid	DEPARTMENT: Proposals & Negotiations	EFFECTIVE DATE: April 1, 2021

Purpose

The purpose of this job aid is to discuss teaming agreements, the types, intent for use, and common elements. It also discusses steps for considering and establishing an exclusive relationship.

The Office for Research and Sponsored Projects Administration's Proposal and Negotiation Team utilizes Teaming Agreements to establish relationships with organizations that offer complementary technical expertise, capacity, and other resources to develop solutions to United States Agency for International Development solicitations. Teaming agreements establish relationships between Lead and Non-lead (Applicant and prospective subawardee/subcontractor, respectively) organizations. Occasionally, such agreements are established with resource providers (e.g., consultants) or beneficiaries (e.g., in-country universities).

A teaming agreement is typically requested by the organization intending to lead proposal development and program implementation; that organization utilizes its own agreement template. Occasionally, a Non-lead organization requests a teaming agreement; the Lead may prepare the agreement or request the non-lead to do so.

Scope

The Proposal and Negotiation Team (PNT) is responsible for

- Receiving ADU ID request to establish a pre- or Teaming Agreement and obtaining additional information as required;
- Negotiating agreements provided by Collaborator that is the Lead (i.e., Applicant, Contractor) and ASU is Non-Lead (i.e., Prospective Subrecipient (subawardee/subcontractor), resource partner (consultant));
- Developing an agreement using PNT template when ASU is Applicant; and
- Assessing exclusivity terms, obtaining internal approval to proceed, and notifying ASU community about the limitation on additional responses to the solicitation.


Definitions

ASU International Development (ASU ID). ASU ID includes staff and affiliated personnel ("ASU ID point of contact", "ASU ID POC") dedicated to "business development" who identify and vet qualified organizations for ASU to engage in response to USAID funding opportunities, assist coordination with ASU Project Directors / Principal Investigators and unit/department Research Administrators to develop concept notes, pre-proposals, and proposals.

Exclusivity / Exclusive relationship. In any "exclusive" arrangement, one party agrees to advise, work, collaborate, team with another party to respond to a sponsor solicitation. The party agrees not to engage with a third party in response to the specific solicitation or submit a proposal of its own that would be in direct competition. Exclusive relationships may be specific to the Project Director/Principal Investigator, a unit (Center, college/school), or university wide. Exclusive relationships are typically

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“one-way”, i.e., Lead requires Non-lead to be exclusive to Lead. This allows Lead to engage other organizations as needed. Occasionally, exclusivity restriction is “mutual”/“two-way”.

Lead. The organization with overall responsibilities for proposal development, bid strategy, coordination of Non-lead organization(s), ultimate responsibility for the content and presentation of proposal, and submission of application. After sponsor selection for award, the organization responsible for negotiations with sponsor and implementation and management of award. The Lead is referenced as the Applicant or Offeror during proposal development and as the Prime Recipient or Prime Contractor after award.

Non-lead. The organization that at minimum provides Lead required and necessary materials for incorporation in the proposal, e.g., technical description of envisioned work scope or services, cost data and budget justification, biographical data. In many A non-lead may The non-lead is referenced as prospective subawardee/subcontractor, subcontractor, or similar identifiers.

Partner Liaisons / Relationship Managers. ASU International Development staff and affiliates who are the primary points of contact with external collaborating organizations.

Teaming agreements.


- A pre-Teaming Agreement (pTA) may be developed prior to Agency release of solicitation. It documents the Parties intent to work together to respond to a specific solicitation, identifies roles as Lead and Non-lead, and overviews responsibilities of each role. A pTA is not a required pre-requisite for a teaming agreement. It is similar to a letter of commitment.
- A Teaming Agreement (TA) is developed after Agency releases the solicitation. It documents the parties intent to collaborate and delineates in greater depth and breadth the responsibility of each party in preparing the proposal (e.g., developing strategy, scopes of work). A TA records the parties intent to develop a subaward/subcontract if proposal is selected for award.
- TAs and pTAs may also include confidentiality terms or may incorporate a fully-executed confidentiality agreement developed for the same solicitation as an addendum or annex.

USAID. United States Agency for International Development, the prime Federal agency offering funding opportunities and procurements that prompt requests for pTA and TA. On occasion, other Federal agency solicitations trigger requests for pTAs/TAs (e.g., US Department of State).

Responsibilities

The Proposal and Negotiation Team Contracts Group facilitates two types of teaming vehicles: pre-Teaming Agreement and Teaming Agreement. Agreements may be incoming (when ASU is Non-lead Partner) or outgoing (ASU lead of the collaboration). Teaming agreements may include confidentiality (non-disclosure) terms or include a fully-executed confidentiality agreement as an annex; PNT facilitates these agreements as well.

- PNT coordinates with ASU ID to prepare agreements and obtain full execution.

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- When signed agreements include an exclusivity term, PNT coordinates with KE Research Development Limited Submission unit to (a) notify the ASU community and (b) provide ASU ID point of contact for faculty member interested in participating in the existing proposal.

Confidentiality, Teaming, and Pre-Teaming Agreements are developed for individual solicitations; ASU does not develop “blanket” agreements to support multiple solicitations.

Requirements / Steps

Teaming agreements are developed to form a working relationship between organizations to combine expertise, skills, and resources with intent to bid on or apply to a funding opportunity.

The typical flow of agreements is a Confidentiality or Non-Disclosure Agreement (NDA), followed by (possibly) a pre-Teaming Agreement, then a formal Teaming Agreement. Some agreements incorporate NDA as an annex.

Provisions of a pre-Teaming Agreement

At minimum, a pTA presents:

- Party’s names;
- Intent to work together regarding named sponsor’s solicitation name and number (alternatively, parties intent to explore potential working relationship regarding the solicitation),;
- Roles (Lead or Non-lead);
- Confidentiality terms (including notice of ASU public records laws and duration of period parties commit to protect properly marked confidential information, the “Obligation Period”, typically three years after termination of pTA) or incorporation of a NDA as an annex;
- Duration of agreement (usually 12 or 18 months) and events that terminate pTA (i.e., parties mutually agree to not engage, superseded by execution of a full Teaming Agreement);
- Surviving provisions (e.g., confidentiality, restriction on use of other Party’s names, logos); and
- Authorized signatories’ endorsement of agreement.

A pTA may also include

- An exclusivity provision,
- If an exclusivity term is included, identify ASU PD/PI who will lead ASU responsibilities or name of responsible unit/center, and
- A high-level scope of work for Non-lead party or for both parties.


Provisions of a Teaming Agreement

At minimum, a TA includes all items listed in pTA, all enhanced with appropriate details, such as

- Clearly defined responsibilities for Non-lead or for both parties,

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- A fully developed scope of work or statement that the SOW defined during the proposal development is incorporated by reference into TA (including clearly defined ASU deliverables),
- Effective period for the TA, as well as updated Confidential Information Disclosure and Obligation Periods,
- Commitment to establish a subaward/subcontract if proposal is selected for award and sponsor approves non-lead organization as participant in award,
- Protections of confidential and proprietary information, and
- Overview of Intellectual Property rights with notice that provision will be negotiated in resulting subcontract.

Additional terms of pTAs and TAs are presented in ASU templates (ERA Agreements module [TEM00000001](#)).

PNT templates cover distinct relationships, roles, and scopes:

- Teaming Agreement: (1) ASU is Lead/Applicant organization and (2) ASU as prospective subrecipient/subcontractor or resource provider
- Pre-Teaming Agreement: (1) ASU expects to lead efforts, (2) ASU expects to be non-lead in response to the solicitation, and (3) two organizations wish to collaborate in response to a forecasted solicitation but there is insufficient information to determine which organization should be the Lead/Applicant
- Teaming Agreement with Confidentiality provisions
- Pre-Teaming Agreement with Confidentiality provisions


Steps to initiate and develop a pTA or TA

- 1) ASU ID Partner Liaison requests pTA/TA via email to the proposalandnegotiation@asu.edu box with completed **Request pTA-TA form** attached. <<link to be added>>
 - a. If Request form is not attached, the PNT box monitor or Grant and Contract Officer sends one to the ASU ID POC.
 - b. Upon receipt of completed form, PNT box monitor creates an ERA Agreements Task for a Teaming Agreement and forwards for assignment to a Grant and Contract Officer (GCO).
- 2) The assigned GCO
 - a. reviews Request form and contacts ASU ID POC for additional information as needed,
 - b. processes collaborator's agreement per standard practices
 - c. if PNT is responsible for developing the pTA/TA, chooses correct template

ASU receives a Teaming or Pre-Teaming Agreement with an exclusivity provision or PNT is requested to develop a pTA/TA with the provision

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ASU prefers non-exclusive teaming arrangement to maximize opportunities for ASU to team with additional parties and for all interested faculty to submit individual proposals.

In an “exclusive” arrangement, one party agrees to advise, work, collaborate, or team with the other party only and not with any third party.

ASU prefers not establishing exclusive relationships to avoid the appearance of restricting competition. However, an exclusive relationship is similar to establishing a “sole source” relationship, which is common practice in university research and technical assistance sponsored projects.

If an exclusive relationship is deemed appropriate, ASU prefers to narrow the exclusive restriction to a single unit or single Project Director/Principal Investigator (PD/PI). ASU prefers not accepting a campus-wide exclusivity provision; however, an exception occurs when the lead unit (department, center, independent) intends to engage researchers or practitioners in several academic disciplines to accomplish ASU’s envisioned scope of work.

Some Agency funding opportunities earmark funds to support small business applicants, a “small business set aside”. When ASU is a non-lead, it may request an exception to exclusivity language that allows ASU to pursue teaming with Small Business.

Steps:

If Partner provides a draft pTA/TA with an exclusivity term or if ASU ID requests exclusivity on the pTA-TA Request form,

GCO

- 1) Prepares a request for upper management approval that includes
 - i. justification for establishing an exclusive relationship; the justification is similar in depth and technical details as a sole-source justification,
 - ii. named PD/PI and unit,
 - iii. draft Teaming Agreement, and
 - iv. explanation of risks or concerns about accepting exclusivity restriction.
- 2) Forwards request to PNT Contracts lead/manager for review and recommendation.

Manager

- 1) Reviews request for completeness, assesses risks, and recommends for or against accepting the exclusivity provision.
- 2) Forwards recommendation and documentation to Assistant Director of Research Operations (AD) for approval.

AD


- 1) Determines acceptability. (In some instances AD elevates request to the Executive Director of Research Operations for consideration or further elevation to Knowledge Enterprise Associate Vice President or President’s Office for approval.)
- 2) Forwards approval to GC.

GCO

- 1) Completes pTA/TA processing for standard practices
- 2) Initiates notification to ASU research community

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PNT signs a Teaming Agreement with an exclusivity provision

GCO coordinates notice to ASU researchers that an exclusive relationship exists for the specific funding opportunity.

- 1) GCO contacts the Research Development “Limited Submissions” via email and requests publication of the limitation on additional applications Recommended email:.

Dear Research Development,

A teaming agreement for funding opportunity number XXXXXX has been signed by ASU. This teaming agreement limits the number of proposals ASU is allowed to submit to the FOA. Hence, due to the exclusivity provision in the agreement, this is considered a limited submission.

PI Name: XXXXX

Department/School: XXXXX

- 2) If the teaming agreement documents a campus- or school-wide exclusivity provision, the above email message can be modified as needed.

References / Related Documents

Attachments

Request pTA-TA form *link is pending*